

RECORDATION No. 21316-N FILED

AUG 17 '99

1-15PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

August 17, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated August 11, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement filed with the Board under Recordation Number 21316.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation  
One Centerpointe Drive Suite 200  
Lake Oswego, Oregon 97035

Assignee: Bombardier Capital Rail Inc. (f/k/a NorRail, Inc.)  
6900 Wedgwood Road Suite 120  
Maple Grove, Minnesota 55311

A description of the railroad equipment covered by the enclosed document is:

two hundred fifty (250) boxcars bearing IBT reporting marks and road numbers 19600 through 19849, inclusive

Mr. Vernon A. Williams  
August 17, 1999  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO 21316 FILED <sup>N</sup>

REC'D AUG 10 1999

AUG 17 '99

1-15PM

---

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

BOMBARDIER CAPITAL RAIL INC.

AUGUST 11, 1999

---

Memorandum of Assignment and Assumption Agreement made and entered into effective as of August 11, 1999, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Assignor") and Bombardier Capital Rail Inc., a Minnesota corporation ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Minnesota, Dakota & Western Railway Company ("Lessee") two hundred fifty (250) 60-foot nine-inch, 100-ton, Plate E boxcars with two eight-foot sliding doors, 15-inch EOCC and 60,000 lb. nailable steel floors, marked and numbered IBT 19600 through IBT 19849, inclusive, pursuant to that certain Master Lease Agreement dated November 19, 1997, and Rider No. 4 thereto dated as of September 30, 1998, as amended (collectively, the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the Cars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers effective as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Worries M Webb

Title: Executive Vice President

BOMBARDIER CAPITAL RAIL INC.

By: Bradley C. Gunstad

Title: Vice President & General Counsel

)

)

)


Janet E. Johnston  
NOTARY PUBLIC

 OFFICIAL SEAL  
**JANET E JOHNSTON**  
NOTARY PUBLIC-OREGON  
COMMISSION NO. 311369  
MY COMMISSION EXPIRES MAY 28, 2002

(

3

COUNTY OF Wright

 **GAIL M. BLAGSVEDT**  
**NOTARY PUBLIC - MINNESOTA**  
**WRIGHT COUNTY**  
**My commission expires 1-31-2000**

Gai M. Blagued  
NOTARY PUBLIC

My commission expires: 1-31-2000